

**CHAPMAN AND CUTLER LLP**

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December 21 2007

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201 South Main Street  
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RECORDATION NO. 16621-J **FILED**

**DEC 21 '07 -2 0 5 PM**

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, DC 20423-0001

**SURFACE TRANSPORTATION BOARD**

Re: BNSF Railway Company  
BNSF Locomotive Renumbering 2007  
(BN Trust No. 89-1, BN Trust No. 89-2, BN Trust No. 89-3, BN Trust No. 89-4  
and BN Trust No. 89-5)

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the Statement of Change in Reporting Marks and Road Numbers (BN Trust No. 89-1, BN Trust No. 89-2, BN Trust No. 89-3, BN Trust No. 89-4 and BN Trust No. 89-5), dated December 21, 2007, by BNSF Railway Company (formerly known as Burlington Northern Railroad Company) as lessee (the "*Lessee*"), a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement (BN Trust No. 89-1, BN Trust No. 89-2, BN Trust No. 89-3, BN Trust No. 89-4 and BN Trust No. 89-5), dated as of November 1, 1989, between Lessee and Wells Fargo Bank Northwest, National Association (successor-in-interest to First Security Bank of Utah, National Association) as lessor (the "*Lessor*") and which was recorded with the Interstate Commerce Commission as predecessor to the Surface Transportation Board on November 22, 1989 at 11:35 A.M. under Recordation Number 16621.

The equipment covered as of the date hereof by the aforesaid Statement of Change in Reporting Marks and Road Numbers consists of the following:

9 SD60-M locomotives with reporting marks and road numbers changed from BNSF 9200 through 9208, inclusive, to BNSF 8100 through BNSF 8108, inclusive, all as specifically described in Exhibit A attached hereto.

Law Offices of  
CHAPMAN AND CUTLER LLP

A short summary of the document to appear in the index follows:

Statement of Change in Reporting Marks And Road Numbers (BN Trust No. 89-1, BN Trust No. 89-2, BN Trust No. 89-3, BN Trust No. 89-4 and BN Trust No. 89-5).


A fee of thirty-five dollars (\$35.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord  
Alvord and Alvord  
1050 Seventeenth Street, N.W.  
Suite 301  
Washington, DC 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned at (312) 845-3429.

Sincerely,

CHAPMAN AND CUTLER LLP

By   
Patrick Vining

PV  
Enclosures

Law Offices of  
**CHAPMAN AND CUTLER LLP**  
**EXHIBIT A**

**UNITS**

Recordation Number: 16621

Equipment Description

Number of Units:     nine (9)  
Model:                 SD60-M Locomotives

OLD REPORTING MARKS AND ROAD NUMBERS	NEW REPORTING MARKS AND ROAD NUMBERS
BNSF 9200 through BNSF 9208, inclusive	BNSF 8100 through BNSF 8108, inclusive



December 21, 2007

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, DC 20423-0001

RECORDATION NO.

16621-J

FILED

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SURFACE TRANSPORTATION BOARD

Re: Re:Statement of Change in Reporting Marks and Road Numbers  
BNSF Locomotive Renumbering 2007  
(BN Trust No. 89-1, BN Trust No. 89-2, BN Trust No. 89-3, BN Trust No.  
89-4 and BN Trust No. 89-5)

Dear Mr. Secretary:

Please be advised that the reporting marks and road numbers of the locomotives identified in the attached schedule or schedules have been, or will be, changed as set forth therein.

BNSF RAILWAY COMPANY

By Matthew A. Baldwin

Name: Matthew A. Baldwin

Title: Manager-Locomotive Contracts

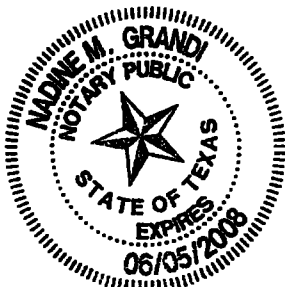
STATE OF TEXAS )

SS:

COUNTY OF TARRANT )

On this 20<sup>th</sup> day of December, 2007, before me personally appeared Matthew A. Baldwin to me personally known, who being by me duly sworn, says that he is the Manager-Locomotive Contracts of BNSF RAILWAY COMPANY, that said instrument was signed on December 20, 2007, on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



(SEAL)

Nadine M. Grandi

Name: NADINE M. GRANDI

Notary Public -

My Commission Expires: 06/05/2008

Residing in FORT WORTH, TEXAS

**SCHEDULE A**

**Recordation Number:** 16621

**Equipment Description**

**Number of Units:** nine (9)  
**Model:** SD60-M Locomotives

OLD REPORTING MARKS AND ROAD NUMBERS	NEW REPORTING MARKS AND ROAD NUMBERS
BNSF 9200 through BNSF 9208, inclusive	BNSF 8100 through BNSF 8108, inclusive

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 12/21/07



\_\_\_\_\_  
Robert W. Alvord